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July 11, 1988

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No.

RECORDED BY \_\_\_\_\_ FILED 1988

Date JUL 11 1988

The Honorable Noretta R. McGee

Secretary

Interstate Commerce Commission

Washington, D.C. 20423

JUL 11 1988 - 10 13 AM

INTERSTATE COMMERCE COMMISSION

Dear Secretary McGee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are an original and one counterpart of a Bailment Agreement, dated as of June 27, 1988, between General Electric Company ("Bailor") and Burlington Northern Railroad Company ("Bailee"), a primary document.

The names and addresses of the parties to the enclosed Bailment Agreement are as follows:

BAILOR: General Electric Company  
Transportation Systems Business  
Operations  
2901 East Lake Road  
Erie, PA 16531

BAILEE: Burlington Northern Railroad Company  
9401 Indian Creek Parkway  
Overland Park, KS 66201

100 OFFICE OF  
THE SECRETARY  
JUL 11 10 37 AM '88  
MOTOR OPERATING UNIT

A general description of the railroad locomotives covered by the enclosed document is attached hereto as Schedule I.

The undersigned is the attorney-in-fact of General Electric Company. Please return the original of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or to the bearer hereto.

Letter to Secretary McGee  
Page Two  
July 11, 1988

Also enclosed is a remittance in the amount of \$13.00 for the required recording fee.

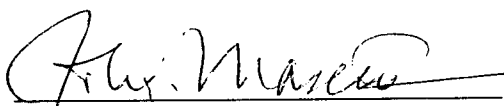
A short summary of the document to appear in the index follows:

PRIMARY DOCUMENT

Bailment Agreement, dated as of June 27, 1988, between General Electric Company ("Bailor") and Burlington Northern Railroad Company ("Bailee"), relating to two (2) General Electric 3900 horsepower, 4-axle road freight locomotives, bearing identification marks "GECX" and Road Nos. 8000 and 8001.

Respectfully submitted,

GENERAL ELECTRIC COMPANY

BY:   
John K. Maser III  
Attorney-In-Fact

004/207-B  
Enclosure

Schedule I

Description of Locomotives

<u>Type of Equipment</u>	<u>AAR Mechanical Designation</u>	<u>Number</u>	<u>Identifying Marks</u>	<u>Road Numbers</u>
General Electric, 3900 horsepower, 4-axle road freight locomotive	BB	2 locomotives	Marked "GECX" in red on both sides of loco- motives	8000 and 8001

**Interstate Commerce Commission**  
Washington, D.C. 20423

7/11/88

OFFICE OF THE SECRETARY

John K. Maser III  
Donelan, Cleary, Wood & Maser  
Suite 850  
1275 K. Street N.W.  
Washington, D.C. 20005-4006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/11/88 at 10:45am, and assigned recordation number(s). 15714

Sincerely yours,

*Nanta L. McEneaney*  
Secretary

Enclosure(s)

15714  
JUL 11 1988 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

BAILMENT AGREEMENT dated as of JUNE 27, 1988 between GENERAL ELECTRIC COMPANY, a New York corporation ("Bailor"), and BURLINGTON NORTHERN RAILROAD COMPANY, a Delaware corporation ("Bailee").

WHEREAS, the Bailor is a party to a Supplemental Electrical Power Purchase Agreement dated as of the date hereof with the Bailee ("Supplemental EPPA") pursuant to which the units of Equipment described in Annex A hereto bearing the Road Numbers 8000 and 8001 ("Equipment") will be made available by the Bailor to the Bailee and used by the Bailee pursuant to the Supplemental EPPA in its railroad transportation service;

WHEREAS, the Bailor is the owner of and will retain its ownership of the Equipment during the term of the Supplemental EPPA.

NOW, THEREFORE, in consideration of the agreements and the covenants herein contained, the parties hereto agree that the rights of the Bailee provided for under the Supplemental EPPA constitute a bailment of the Equipment within the meaning of 49 U.S.C. §11303 and of Section 86 of the Railway Act of Canada and that the Bailee does not have any right, title or interest whatsoever in or to the Equipment and that the Bailee's only right in respect of the Equipment is to hold it as Bailee for the purpose of receiving Power from the same as provided in the Supplemental EPPA.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the date first above written.

GENERAL ELECTRIC COMPANY

By: W. A. Buttle

Title: GENERAL MANAGER - TRANSPORTATION SYSTEMS  
MARKETING DEPARTMENT

BURLINGTON NORTHERN RAILROAD  
COMPANY

By: A. J. Thompson

Title: AVP - Transportation

STATE OF PENNSYLVANIA  
COUNTY OF ERIE

)  
:  
) SS.

On this 24th day of JUNE, 1988, before me personally appeared W.S. BUTLER, to me personally known, who, being by me duly sworn, says that he is the GENERAL MANAGER - TRANSPORTATION SYSTEMS MARKETING DEPARTMENT of GENERAL ELECTRIC COMPANY, that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Betty A. Manucci  
Notary Public

(Notarial Seal)

My Commission expires

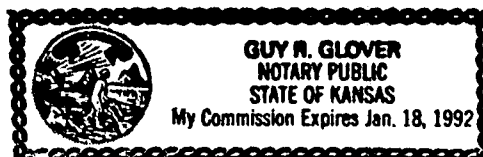
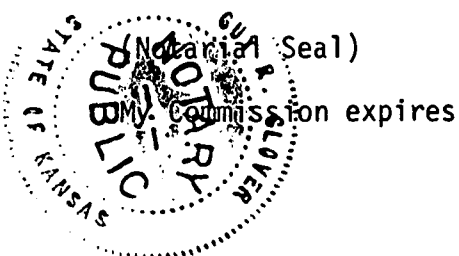
BETTY A. MANUCCI, NOTARY PUBLIC  
LAWRENCE PARK TWP., ERIE COUNTY  
MY COMMISSION EXPIRES JAN. 14, 1991  
Member, Pennsylvania Association of Notaries

STATE OF KANSAS  
COUNTY OF JOHNSON

)  
:  
) SS.

On this 8th day of July, 1988, before me personally appeared A J Thompson, to me personally known, who, being by me duly sworn, says that he is the AVP TRANSPORTATION of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was executed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Guy N. Glover  
Notary Public



ANNEX A TO BAILMENT AGREEMENT

<u>Type of Equipment</u>	<u>AAR Mechanical Designation</u>	<u>Number</u>	<u>Identifying Marks</u>	<u>Road Numbers</u>
General Electric 3900 horsepower, 4-axle road freight Locomotive	B-B	2 Locomotives	Marked "GECX" in red on both sides of Locomotive	8000 and 8001